

CERTIFICATE OF INCORPORATION

OF 1970328000703

NIAGARA POWER COALITION, INC.

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Under Section 402 of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is:

NIAGARA POWER COALITION, INC.

2. The corporation is a corporation as defined in paragraph (a) (5) of Section 102; the corporation is a Type C Corporation.

3. The purpose(s) for which this corporation is formed are as follows:

To work with elected officials and representatives of the United States Federal Government and New York State Government in dealing with the New York State Power Authority and the relicensing of its Niagara County Facility. Through the spirit of cooperation, the municipalities working with the coalition hope to obtain assistance for their respective constituencies from the Power Authority. The members of the coalition also hope to serve to oversee the relicensing project to assure the citizens of their communities that said process is being properly adhered to.

The public or quasi-public objective to be served under Section 201(b) of the Not-for-Profit Corporation Law by each business activity undertaken pursuant to this section is specifically to allow the municipalities within the coalition to work together in the spirit of cooperation for the good of their respective constituencies, to obtain financial assistance, and gifts in kind from the New York State Power Authority as a result of the relicensing process of the Niagara County Power Project specifically in the county of Niagara.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404 (b) through (u).

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NIAGARA COUNTY  
CLERK'S OFFICE  
LOCKPORT, N.Y.

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In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

4. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (4) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) (4) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 [h]) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation, shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) (4), or corresponding provisions of any subsequent Federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal Revenue Code Section 4943 (c), (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (C) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

5. The office of the corporation is to be located in the State of New York, County of Niagara.

6. The names and addresses of the initial directors of the corporation are:

Mark Zito  
Niagara Falls Board  
of Education  
607 Walnut Ave.  
Niagara Falls, NY  
14301

Mayor James Gaile  
City of Niagara Falls  
City Hall, Main St.  
Niagara Falls, NY  
14301

Sean O'Connor  
Niagara County  
Legislature  
County Courthouse  
Park Ave.  
Lockport, NY 14094

7. The duration of the corporation is perpetual.

8. The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o The Niagara Falls Board of Education, 607 Walnut Avenue, Niagara Falls, New York 14301.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

DATED: March 28, 1997



Scott J. Schuster, Incorporator  
283 Washington Avenue  
Albany, New York 12206